

EXHIBIT 8

Case 1-20-10322-CLB, Doc 3587-8, Filed 01/15/25, Entered 01/15/25 16:49:45,
Description: Exhibit 8, Page 1 of 15

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "SALESIANUM SCHOOL, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE THIRTIETH DAY OF DECEMBER, A.D. 1982, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTIETH DAY OF DECEMBER, A.D. 2010, AT 1:27 O'CLOCK P.M.



416908 8100X
SR# 20244335764

You may verify this certificate online at corp.delaware.gov/authver.shtml

Case 1-20-10322-CLB, Doc 3587-8, Filed 01/15/25, Entered 01/15/25 16:49:45,
Description: Exhibit 8, Page 2 of 15



A handwritten signature of Jeffrey W. Bullock in black ink, followed by a horizontal line and the printed name "Jeffrey W. Bullock, Secretary of State".

Authentication: 204985968
Date: 11-27-24

QARX

RESTATED CERTIFICATE OF INCORPORATION
OF
SALESIANUM SCHOOL, INC.

FILED

DEC 30 1982

Stan C. Kappas
Secretary to Board

Salesianum School, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware and which was originally incorporated under such law on October 8, 1947, does hereby certify:

1. That the Board of Trustees of the Corporation at a meeting held on September 14, 1982, duly adopted a resolution declaring the restatement and amendment of the Certificate of Incorporation of the Corporation to be advisable and submitting the same for approval and adoption by the Board of Trustees at a meeting of the Board to be held thereafter. The resolution setting forth the proposed amendment is as follows:

"RESOLVED, that the Board of Trustees deem it advisable that the Certificate of Incorporation of Salesianum School, Inc., be amended and restated in its entirety so that the Certificate of Incorporation, as so amended and restated, be as set forth in Exhibit A hereto, and that the Certificate of Incorporation, as so amended and restated, be presented for approval and adoption to the Board of Trustees at a meeting of the Board of Trustees to be held at a subsequent date."

2. That, on November 1, 1982, notice was given to the members of the Board of Trustees of a meeting of the Board to be held on November 9, 1982, such notice stating that the purpose of the meeting was to consider and vote upon the proposed Restated Certificate of Incorporation.

3. That the Board of Trustees of the Corporation, at a meeting held on November 9, 1982, duly adopted a resolution approving and adopting the Restated Certificate of Incorporation in the form attached hereto as Exhibit A. Said Resolution is as follows:

"RESOLVED, that the Certificate of Incorporation of Salesianum School, Inc., be amended and restated so that the Certificate of Incorporation as so amended and restated, be as set forth in Exhibit A hereto."

4. That said amendment and restatement were duly adopted in accordance with the provisions of §242 and §245 of the General Corporation Law of the State of Delaware.

5. That the Corporation is not authorized to issue any capital stock.

IN WITNESS WHEREOF, Salesianum School, Inc., has caused its corporate seal to be hereunto affixed and the Certificate to be signed by J. STUART Dooling, its Chairman of the Board, and James W. O'Neill, its Secretary, as of this 21st day of December, 1982.

[Corporate Seal]

SALESIANUM SCHOOL, INC.

Attest:

By J. Stuart Dooling OFFS.
Chairman

James W. O'Neill, Jr.
Secretary

EXHIBIT A

RESTATED CERTIFICATE OF INCORPORATION

OF

SALESIANUM SCHOOL, INC.

ARTICLE I

The name of the Corporation is SALESIANUM SCHOOL, INC.

ARTICLE II

The registered office of the Corporation in the State of Delaware is located at 1801 North Broom Street, Wilmington, Delaware 19802. The name of the registered agent of the Corporation at such address is the Corporation itself.

ARTICLE III

The Corporation has been founded on the following philosophical basis:

(1) It operates Salesianum School which is a Catholic secondary school for young persons. The School is administered by the Oblates of St. Francis de Sales and dedicated lay people.

(2) Salesianum School, while realizing the primary role of parents in education, sees its function as the instruction of young people to reach their potentials as human beings by developing in them an understanding of and respect for the teachings of Christ as proclaimed by the Catholic Church, the spirit of St. Francis de Sales, the School's patron saint, and the democratic values of the United States of America.

(3) Salesianum School strives to aid each student to develop to full potential intellectually, spiritually, aesthetically, physically, emotionally, and socially, and thus be more fully suited to meet the successes and failures of life and, in turn, to contribute to the entire human community

(4) The Salesian spirit in which this apostolate is carried out is noted especially for the Christian virtues of humility, gentleness and respect for the unique personality of the individual.

ARTICLE IV

The Corporation is a nonprofit membership corporation organized and operated exclusively for educational and charitable purposes. The purposes for which the Corporation is formed are as follows:

(1) To operate and conduct a secondary school for young people, including instruction in all branches of education and all extracurricular activities related thereto.

(2) To perform and engage in such other works of education, charity and religion as are not inconsistent with the purposes for which nonprofit membership corporations may be formed under the General Corporation Law of the State of Delaware.

(3) To do such acts and carry on such business as may be permitted or nonprofit membership corporations under the General Corporation Law and other laws of the State of Delaware,

00005

but only in order to accomplish the educational and charitable purposes of the Corporation as described above.

(4) To solicit, receive and administer funds for the above purposes, and for no other reason.

As a means of accomplishing the foregoing purposes, the Corporation shall have the power to do any and all such acts as are necessary or conducive to the attainment of any of the objects and purposes herein set forth, to the same extent and as fully as any natural person might or could do; provided, however, that, notwithstanding any provisions of this Certificate or any provisions of applicable State law, the Corporation shall not have the power to carry on any activities the maintenance or existence of which would cause the Corporation to fail to qualify, or to continue to qualify, as an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any subsequent United States Internal Revenue law.

ARTICLE V

The Corporation shall not have any capital stock.

ARTICLE VI

No part of the earnings, capital, or property of the Corporation shall ever inure to the personal benefit of, or be distributable to, any member, trustee, officer, contributor, or any other individual having a personal or private interest in the activities

of the Corporation. No member, trustee, officer, contributor, or employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operations and activities of the Corporation, except reimbursement for out-of-pocket expenditures and reasonable compensation for services actually rendered to or on behalf of the Corporation.

ARTICLE VII

The Corporation shall be subject to the following restrictions:

(1) NO substantial part of the activities of the Corporation shall ever be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including, the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(2) The Corporation shall not be authorized to accept gifts or contributions for other than the purposes hereinbefore stated.

(3) If, at any time or times, the Corporation shall be classified as a private foundation under the United States Internal Revenue laws, then at such time or times the Corporation shall be subject to the following additional restrictions:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue

Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE VIII

The Corporation shall adhere to a racially and ethnically nondiscriminatory policy in its admission of students to all of the rights, privileges, programs, and activities generally accorded or made available to students at any educational facility operated by the Corporation, and in the administration of its educational policies, admissions policies, scholarship and loan

00008

programs, athletic programs, and other Corporation-administered programs.

ARTICLE IX

The members of the Corporation shall be those persons who are, from time to time, serving as members of the Board of Directors of the Oblates of St. Francis de Sales, Inc., 2200 Kentmere Parkway, Wilmington, Delaware 19806. Membership in this Corporation shall terminate at the same time that any such person ceases to be a member of the Board of Directors of the Oblates of St. Francis de Sales, Inc.

The activities, affairs and business of the Corporation shall be managed and governed by a Board of Trustees elected by the members. The qualifications, number, tenure, powers, and duties of the Trustees shall be as provided in the By-Laws.

The Board of Trustees may, by a majority of the whole Board, designate one (1) or more committees, with each committee to consist of one (1) or more of the Trustees. Any such committee, to the extent provided in the resolution of the Board of Trustees, or in the By-Laws of the Corporation, shall have and may exercise all the powers and authority of the Board of Trustees in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. The Board of Trustees may designate one (1) or more Trustees as alternate members of any such committee, who may replace any absent or disqualified member at any meeting of the committee. The By-Laws may provide that, in the absence or disqualification of a member of a committee, the

member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another Trustee to act at the meeting in the place of any such absent or disqualified member.

The Trustees of the Corporation may, if the By-Laws so provide, be classified as to term of office pursuant to Section 141(d) of the General Corporation Law of the State of Delaware.

ARTICLE X

No member or Trustee shall be personally liable for the payment of the debts of the Corporation except as he may be liable by reason of his own conduct or acts.

ARTICLE XI

In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary, involuntary, or by operation of law, except as may be otherwise provided by law, the members shall have the power to distribute the total assets of the Corporation in such manner as they, in the exercise of their absolute and uncontrolled discretion, may by a majority vote determine; provided, however, that any such distribution of assets shall be calculated to carry out the objects and purposes for which the Corporation is organized and operated as herein-before stated in Article IV; and, provided further, that such distribution must be to one or more organizations, contributions to which, at the time of such distribution, are deductible under the provisions of Sections 170, 2055, and 2522 of the Internal

Revenue Code of 1954, as amended, or the corresponding provisions of any subsequent United States Internal Revenue law.

ARTICLE XII

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred herein are granted subject to this reservation; provided, however, that no such amendment, alteration, change or repeal shall authorize the Corporation to manage its real property (or any improvements thereto) or to conduct its business and affairs in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any subsequent United States Internal Revenue law.

IN WITNESS WHEREOF, this Certificate has been signed
on the 21st day of December, 1982.

Robert D. Kenney OFS
President

Attest:

James W. Oxie, Jr.
Secretary

J. Stuart Pooling OFS
Provincial Oblate of St.
Francis de Sales

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
(A CORPORATION WITHOUT CAPITAL STOCK)

The corporation, SALESIANUM SCHOOL, INC., organized and existing under the laws of the State of Delaware, hereby certifies as follows:

(1) That at a meeting a vote of the members of the governing body was taken for and against the amendment to the Certificate of Incorporation, said Amendment being as follows:

SEE EXHIBIT A ATTACHED

(2) That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 15 day of SEPTEMBER, A.D. 2009.

By: /s/ James E. Dalton, OSFS
Authorized Officer

Name: FR. JAMES E. DALTON, OSFS PRES
Print or Type

EXHIBIT A

CERTIFICATE OF AMENDMENT TO SALESIANUM SCHOOL, INC.

1. The first two paragraphs of Article IX of the Certificate of Incorporation shall be deleted and replaced with the following paragraph:

The sole member of the Corporation shall be OSFS Service Corporation, a Delaware nonprofit, nonstock corporation. Except for those powers specifically reserved to the member or members of the Corporation in this Certificate of Incorporation or in the Bylaws, and except as otherwise provided by law, the business and affairs of the Corporation shall be managed and all the powers of the Corporation shall be exercised by the Board of Trustees of the Corporation. The qualifications, election or appointment, number, tenure, powers and duties of the trustees shall be as provided in the Bylaws.

2. Article XI of the Certificate of Incorporation shall be deleted in its entirety and replaced with the following:

In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary, involuntary, or by operation of law, except as may be otherwise provided by law, all of the remaining assets of the Corporation shall, after paying or making provision for the payment of all liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed as the sole member shall determine for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States Internal Revenue law (collectively, the "Code"), provided that such purposes are consistent with Article IV hereof, including to such organization or organizations organized and operated exclusively for religious, charitable, or educational purposes as shall at that time qualify as an exempt organization or organization under Code Section 501(c)(3). In no event shall any of such assets or property be distributed to any director, officer, or member of the Corporation, or any private individual, for other than a charitable purpose.

3. Article XII of the Certificate of Incorporation shall be deleted in its entirety and replaced with the following:

The sole member of the Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute and in

the Bylaws of the Corporation, and all rights conferred herein are granted subject to this reservation; provided, however, that no such amendment, alteration, change or repeal shall authorize the Corporation to manage its real property (or any improvements thereto) or to conduct its business and affairs in any manner or for any purpose contrary to the provisions of Code Section 501(c)(3).